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September 24, 2008

RECORDATION NO. 27650 FILED

Ms. Anne K. Quinlan, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

SEP 24 '08 -3 30 PM

SURFACE TRANSPORTATION BOARD

Re: Kansas City Southern de México, S.A. de C.V.
Loan Secured by Locomotives

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Loan Agreement, effective as of September 26, 2008, between DVB Bank AG, as lender (the "*Lender*"), and Kansas City Southern de México, S.A. de C.V., as borrower (the "*Borrower*"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Borrower: Kansas City Southern de México, S.A. de C.V.
Montes Urales #625
Col. Lomas de Chapultepec C.P.
11000 Mexico, DF
Attention: Director Jurídico Ejecutivo

Lender: DVB Bank AG
Platz der Republik 6
D-60325 Frankfurt am Main
Germany
Attention: Loan Administration Department

The equipment covered as of the date hereof by the aforesaid Memorandum of Loan Agreement consists of 29 GE ES44AC Locomotives bearing the reporting marks within the series KCSM 4730 through KSCM 4758, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

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Memorandum of Loan Agreement.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GE ES44AC Locomotives	29	KCSM 4730 through KCSM 4758, inclusive

SEP 24 '08 -3 30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AGREEMENT

Memorandum of Loan Agreement, effective as of September 26, 2008, by and between DVB Bank AG, a German corporation, as Lender ("*Lender*"), and Kansas City Southern de México, S.A. de C.V., a corporation incorporated under the laws of Mexico, as Borrower ("*Borrower*").

WITNESSETH:

The undersigned have entered into that certain Loan Agreement, dated as of September 24, 2008 (the "*Loan Agreement*"), by which the Borrower has granted a security interest to the Lender in the Borrower's right, title and interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto in order to secure the Borrower's performance of its obligations as described in the Loan Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DVB BANK AG

By: [Signature]
Name: Dr. Leschke
Title: CEO
By: [Signature]
Name: Volker Eberhart
Title: VP

Executed on this ____ day of September, 2008.

KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE C.V.

By: _____
Name: Paul J. Weyandt
Title: Attorney-in-Fact and Treasurer

Executed on this ____ day of September, 2008.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DVB BANK AG

By: _____
Name:
Title:

Executed on this ____ day of September, 2008.

KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE
C.V.

By: 
Name: Paul J. Weyandt
Title: Attorney-in-Fact and Treasurer

Executed on this 23 day of September, 2008.

I certify that I hold the title set forth below, that this instrument was signed on behalf of DVB Bank AG (the "Secured Party") by authority of its managing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Secured Party. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DVB Bank AG

By: 

Name: M. Hieschke
Title: VP

By: 

Name: Volker Lammert
Title: VP

STATE OF _____)
) SS.:
COUNTY OF _____)

On this ____ day of September, 2008, before me personally appeared _____ to me personally known, who being by me duly sworn, says that (s)he is the _____ of DVB BANK AG, that said instrument was signed on September __, 2008, on behalf of said corporation by authority of its Management Board and Supervisory Board and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

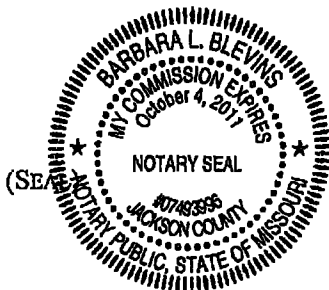
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this 23 day of September, 2008, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact and Treasurer of KANSAS CITY SOUTHERN DE MÉXICO, S.A DE C.V., that said instrument was signed on September 23, 2008, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Barbara L. Blevins
Name:
Notary Public –
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GE ES44AC Locomotives	29	KCSM 4730 through KCSM 4758, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/24/08



Robert W. Alvord